
M E M O R A N D U M

To : Commission File No. S7-19-03

From : Martin Dunn
Deputy Director
Division of Corporation Finance
U.S. Securities and Exchange Commission

**Re : Security Holder Director Nominations
Release No. 34-48626**

Date : April 12, 2004

On April 1, 2004, Martin Dunn spoke on the telephone with John J. Castellani, President, Business Roundtable in connection with the Commission's security holder director nominations rule proposal.